

VARIAN MEDICAL SYSTEMS INC

Form 8-K

November 01, 2013

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

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**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported) **November 1, 2013**

VARIAN MEDICAL SYSTEMS, INC.

(Exact Name of Registrant as Specified in its Charter)

**Delaware**

**1-7598**

**94-2359345**

(State or Other Jurisdiction  
of Incorporation)

(Commission File  
Number)

(IRS Employer  
Identification No.)

**3100 Hansen Way, Palo Alto, CA 94304-1030**

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code **(650) 493-4000**

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01. Entry Into a Material Definitive Agreement.

On November 1, 2013, Varian Medical Systems, Inc. (the “Company”) entered into an amendment to its Credit Agreement, dated as of August 27, 2013 (the “Credit Agreement”), by and among the Company and certain lenders party thereto from time to time (collectively, the “Lenders”), and Bank of America, N.A. (“BofA”), as a Lender, Swing Line Lender and L/C Issuer (as such terms are defined in the Credit Agreement) and as administrative agent for the Lenders (the “Agent”). The amendment is effective as of September 27, 2013 and (i) revises the definition of “consolidated fixed charge coverage ratio” to eliminate the requirement that certain dividends and share repurchases be deducted from the Company’s Consolidated EBITDA in calculating that ratio; and (ii) adjusts the timing of the inclusion of certain principal repayments in the calculation of the “consolidated fixed charge coverage ratio” in respect of the term loan under the Credit Agreement.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Varian Medical Systems, Inc.

By: /s/ John W. Kuo

Name: John W. Kuo

Title: Senior Vice President, General Counsel and Corporate Secretary

Dated: November 1, 2013